

RECORDED. 20438 - H
FILED

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SURFACE TRANSPORTATION BOARD

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February 15, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Assignment of Railroad Equipment Lease, dated as of February 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease and related documents previously filed with the Board under Recordation Number 20438.

The names and addresses of the parties to the enclosed document are:

Assignor: JPMorgan Chase Bank, N.A. (successor to Bank
One Leasing Corporation)
1111 Polaris Parkway, Suite A-3
Columbus, OH 43240

Assignee: Fifth Third Equipment Finance Company
38 Fountain Square Plaza, MD#10904A
Cincinnati, OH 45263

Section Chief
February 15, 2012
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A description of the railroad equipment covered by the enclosed document is:

186 railcars within the series TILX 512119 – TILX 512318 and DME 512125 – DME 512263 as more particularly set forth in the attachment to the document (previously bearing SIRX reporting marks).

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Railroad Equipment Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF ASSIGNMENT OF RAILROAD EQUIPMENT LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILROAD EQUIPMENT LEASE, dated as of the 10 day of February, 2012, is made by JPMorgan Chase Bank, N.A., successor-in-interest to Banc One Leasing Corporation ("Assignor") with an address at 1111 Polaris Parkway, Suite A-3, Columbus, OH 43240 and Fifth Third Equipment Finance Company, an Ohio corporation with an address at 38 Fountain Square Plaza, MD#10904A, Cincinnati, OH 45263 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Master Assignment Agreement dated September 22, 2009 and Specification of Purchased Assets thereto dated February 10, 2012 (collectively, the "Assignment");

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Railroad Equipment Lease dated as of December 30, 1996, between JPMorgan Chase Bank, N.A. (successor to Banc One Leasing Corporation) assignee of Pitney Bowes Credit Corporation as Lessor, and Trinity Industries Leasing Company, a Delaware corporation, as Lessee (the "Lease"), relating to two hundred (200) 5,127 cubic feet triple covered hopper cars, manufactured by Trinity Industries, Inc. (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Railroad Equipment Lease, dated as of December 30, 1996, filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438, as supplemented by Memorandum of Railroad Car Net Lease and Assignment dated December 30, 1996, filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438-A; as supplemented by Memorandum of Railcar Lease Agreement and Assignment dated December 30, 1996 filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438-B.

WHEREAS, Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment, and their respective interests therein and accordingly, Assignor and Assignee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment and the Lease are more particularly set forth in the Assignment and Lease referenced above.


This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

JPMORGAN CHASE BANK, N.A.

By: 
Name: James M. Guidarelli
Title: Authorized officer

Assignee:

FIFTH THIRD EQUIPMENT FINANCE
COMPANY

By: 
Name: SCOTT B. KLEIN
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 16 day of February, 2012, before me appeared SCOTT D. KILBY the person who signed this instrument, who acknowledged that (s)he is a VU of FIFTH THIRD EQUIPMENT-FINANCE COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act of said corporation.

[Seal]



Karen Waymeyer
Notary Public

My Commission expires:
KAREN WAYMEYER
Notary Public, State of Ohio
My Commission Expires 11-25-2012

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 6 day of February, 2012, before me appeared James G. Gwinnell the person who signed this instrument, who acknowledged that (s)he is the Authorized Officer of JPMORGAN CHASE BANK, N.A. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said national association.

[Seal]



TAMI WEIKEL
Notary Public, State of Ohio
My Commission Expires Oct. 26, 2013

Tami Weikel
Notary Public

My Commission expires:
Oct 26, 2013

SCHEDULE A

Equipment Description

Manufacturer: Trinity Industries, Inc.

A. Initial List of Railroad Cars under Lease:

Two hundred (200) 5,127 CF Triple Covered Hopper Cars

Initial Reporting Marks: SIRX 512119 – SIRX 512318, inclusive

B. Railroad Cars under Lease as of February 14, 2012:

One hundred Eighty-six (186) 5,127 CF Triple Covered Hopper Cars

Initial Reporting Marks SIRX changed to TILX or DME as noted below:

TILX 512119 through TILX 512120, inclusive

TILX 512122 through TILX 512124, inclusive

DME 512125

TILX 512126 through TILX 512129, inclusive

DME 512130

TILX 512131 through TILX 512134, inclusive

DME 512135

TILX 512136

DME 512137

TILX 512138 through TILX 512145, inclusive

DME 512146 through DME 512147, inclusive

TILX 512148

TILX 512150 through TILX 512153, inclusive

DME 512154

TILX 512155 through TILX 512164, inclusive

TILX 512166 through TILX 512174, inclusive

DME 512175

TILX 512176 through TILX 512178, inclusive

TILX 512180 through TILX 512193

TILX 512195 through TILX 512196, inclusive

DME 512197

TILX 512198

DME 512199

TILX 512200 through TILX 512209, inclusive

TILX 512211 through TILX 512212, inclusive

TILX 512214 through TILX 512223, inclusive

DME 512224

TILX 512226 through TILX 512234, inclusive

DME 512235

TILX 512237 through TILX 512245, inclusive

TILX 512247 through TILX 512260, inclusive

DME 512261

TILX 512262

DME 512263

TILX 512265 through TILX 512289, inclusive
TILX 512291
TILX 512293
TILX 512295 through TILX 512318

C. Cars Deleted from Lease:

The following railcars originally subject to the Lease have suffered an Event of Loss and are no longer subject to the Lease:

SIRX 512121
SIRX 512149
SIRX 512165
SIRX 512179
SIRX 512194
SIRX 512210
SIRX 512213
SIRX 512225
SIRX 512236
SIRX 512246
SIRX 512264
SIRX 512290
SIRX 512292
SIRX 512294

The following cars substituted during the term of the Lease have been removed from the Lease:

Three (3) 5,161 CF Triple Covered Hopper Cars

SIRX 516500
SIRX 516501
SIRX 516502

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: 2/15/12

Edward M Luria
Edward M. Luria